

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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STEPHEN M. WILSON, *et al.*,

Case No: 07-Civ-6176 (LTS)

Plaintiffs,

-v.-

IMAGESAT INTERNATIONAL N.V., *et al.*,

Defendants.

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**DECLARATION OF HAGAI GOREN IN SUPPORT OF
IMAGESAT INTERNATIONAL N.V.'S MOTION TO DISMISS**

HAGAI GOREN declares, pursuant to 28 U.S.C. § 1746:

1. I am the Secretary and Chief Financial Officer of ImageSat International N.V. (ImageSat"). I have held those positions since September 5, 2003.
2. I make this declaration in support of ImageSat's motion to dismiss the Complaint in the above-captioned litigation. The following statements are based upon my personal knowledge and belief as well as discussions I had with my colleagues to confirm the statements made herein. I have also reviewed documents prepared and maintained by ImageSat in the ordinary course of its business to confirm the accuracy of the statements made herein.
3. ImageSat is a *naamloze vennootschap* – a public company with limited liability (known as an "N.V.") organized under the law of the Netherlands Antilles.
4. ImageSat's central office is located at 2 Kaufman Street in Tel Aviv, Israel.

5. ImageSat is a commercial provider of high-resolution, satellite earth-imagery collected by its Earth Remote Observation Satellites (EROS A and EROS B).

6. It has been a policy of ImageSat, since its formation, to purposely limit its satellite and ground control operational activities in the United States so as not to become subject to U.S. Government licensing requirements applicable to satellite operating companies incorporated in the United States or operating satellites from the United States.

7. ImageSat has no physical location or business office in the State of New York or elsewhere in the United States.

8. ImageSat does not own, rent, or lease any real property, office space, or other facility of any kind in the State of New York or elsewhere in the United States.

9. ImageSat does not have any subsidiaries in the State of New York or elsewhere in the United States.

10. ImageSat is not registered to do business in the State of New York or elsewhere in the United States and has no agent appointed for service of process in the State of New York or elsewhere in the United States.

11. ImageSat does not maintain a telephone, telex or telefax number in the State of New York or elsewhere in the United States. ImageSat previously maintained two mobile phones with United States phone numbers but those are no longer active.

12. ImageSat does not conduct any public relations work in New York.

13. The principal location for ImageSat's books and records is in Israel, including but not limited to, documents that would be relevant in the above-captioned litigation.

14. ImageSat submits its tax statements in Israel, the Netherlands Antilles, and

Cyprus.

15. Since at least 2001, the auditing of ImageSat's financial statements has been conducted principally by accounting firms based in Israel, the Netherlands Antilles, and Cyprus.

16. ImageSat does not maintain a bank account registered or located in the State of New York or elsewhere in the United States.

17. ImageSat has no officers or employees in the State of New York. One member of ImageSat's Board of Directors resides in New York. Another Board member resides in Connecticut. The remaining five Board members reside in Israel.

18. ImageSat does not presently have any customers based in the State of New York.

19. Aside from the above-captioned litigation, ImageSat was never a plaintiff or defendant to a lawsuit filed in the United States.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 15, 2007 at Tel Aviv, Israel.


Hagai Goren

October 15, 2007